

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

February 2, 2011

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29634
SURFACE TRANSPORTATION BOARD

FEB 4 2011
RECEIVED

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of January 1, 2011 for Schedule No. 1 dated as of January 1, 2011, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035
USA

Lessee: GreenField Ethanol Inc.
20 Toronto Street, Suite 1400
Toronto, ON M5C 2B8
CANADA

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 6,580 cubic foot capacity, 286,000 lbs. GRL, through-sill covered hopper railcars bearing marks and numbers AOKX 78550 through AOKX 78569, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of January 1, 2011 for Schedule
No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

REGISTRATION NO. 29634 FEB

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STATE OF ILLINOIS
JUDICIAL ADMINISTRATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Between

GREENBRIER LEASING COMPANY LLC ("LESSOR")

and

GREENFIELD ETHANOL INC. ("LESSEE")

JANUARY 1, 2011

SCHEDULE NO. 1

JANUARY 1, 2011

Memorandum of Schedule No. 1 dated January 1, 2011 to a Lease Agreement made and entered into as of January 1, 2011 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and GreenField Ethanol Inc., a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, twenty (20) newly built, 6,580 cubic foot capacity, 286,000 lbs. GRL, through-sill covered hopper railcars with one (1) 30-inch by 59-foot four inch hatch opening and four (4) 54-inch by 43-inch gravity gates, bearing marks and numbers AOKX 78550 through AOKX 78569, inclusive.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: James T. Sharp
TITLE: President

LESSEE:

I certify that I hold the title set forth below, that I have authority to sign this instrument on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GREENFIELD ETHANOL INC.

BY: 

NAME: Stewart Davidson
TITLE: Vice President Finance and Administration